

THE WESTERN PACIFIC RAILROAD COMPANY

WESTERN PACIFIC BUILDING, 526 MISSION STREET
SAN FRANCISCO, CALIFORNIA 94105
TELEPHONE: (415) 982-2100

WALTER G. TREANOR
VICE PRESIDENT-LAW

9294
MAR 28 1978 - 11 40 AM
INTERSTATE COMMERCE COMMISSION
RECORDATION NO. 9294
MAR 28 1978 - 11 40 AM
INTERSTATE COMMERCE COMMISSION

KATHERINE M. GRIFFIN
GENERAL ATTORNEY
MICHAEL P. HEARNEY
EUGENE J. TOLER
ATTORNEYS

RECORDATION NO. 9294
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INTERSTATE COMMERCE COMMISSION

File: 6116
MAR 28 11 30 AM '78
RECEIVED
CERTIFICATION UNIT

DELIVER

The Honorable H. G. Hommes Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

Enclosed for filing with and recording by the Interstate Commerce Commission are six (6) executed counterparts of Conditional Sale Agreement dated as of March 15, 1978 between Memorial Drive Trust, 20 Acorn Park, Cambridge, Massachusetts 02140 as Vendor and The Western Pacific Railroad Company, 526 Mission Street, San Francisco, California 94105 as Vendee. Also enclosed are five (5) executed counterparts of a Bill of Sale relating to the same transaction between the Railroad as Seller and Memorial Drive Trust as Purchaser. Both documents relate to the following railroad equipment:

25 50'6" 70-ton single sheath boxcars;
AAR mechanical designation XM; Road
numbers WP 38001 - 38025, both
inclusive.

Identifying marks on all of the foregoing equipment: The words "Memorial Drive Trust, Security Owner" printed on each side of each unit.

Also enclosed are this Company's vouchers in the sum of \$50.00 each payable to the Interstate Commerce Commission being the prescribed fees for filing and recording the foregoing documents.

Please return all extra counterparts not needed by the Commission with recordation data stamped thereon to the representative of the office of Kunkel Transportation Services, Inc., 425 - 13th Street, N.W., Suite 523, Washington, D. C. 20004 who will be delivering this letter on our behalf.

Very truly yours,

THE WESTERN PACIFIC RAILROAD COMPANY

By Katherine M. Griffin
Assistant Corporate Secretary

Enclosures

Paul Snyder
Christina

8-037A110

Date MAR. 28 1978

Fee \$ 100

ICC Washington, D. C.

MAR 28 1978 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS:

That The Western Pacific Railroad Company (hereinafter called Railroad), in consideration of One Dollar to it in hand paid and for other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby sell, transfer and deliver unto Memorial Drive Trust, and to its successors and assigns, the following described equipment:

<u>Description</u>	<u>Quantity</u>	<u>Railroad Numbers</u>
50'6" 70-ton single sheath boxcars	25	WP 38001 - 38025

being certain equipment constructed by FMC Corporation for the Railroad.

TO HAVE AND TO HOLD all and singular said equipment to Memorial Drive Trust, its successors and assigns, for its and their own use and behoof forever.

And the Railroad hereby covenants with Memorial Drive Trust, its successors and assigns, that, as of the date of delivery hereof, the Railroad was the lawful owner of said units of equipment, that the same was free from all liens, security interests and encumbrances, that the Railroad had good right to sell the same as aforesaid, and that the Railroad will warrant and defend the validity of the foregoing against the lawful claims and demands of all persons.

Although this bill of sale is dated March 15, 1978 for convenience, the actual date of delivery to Memorial Drive Trust is March 31, 1978.

IN WITNESS WHEREOF, the Railroad has caused this instrument to be signed by its Vice President and has caused its corporate seal to be hereunto affixed and attested by its Secretary, this 15th day of March, 1978.

THE WESTERN PACIFIC RAILROAD COMPANY

By *W. H. Stumbo, Jr.*
Vice President

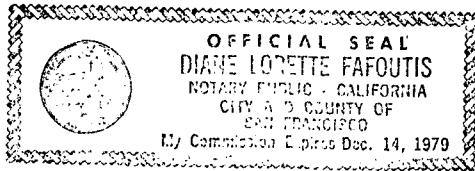
ATTEST:

J. D. Brew
Secretary



STATE OF CALIFORNIA,)
) ss.
CITY AND COUNTY OF SAN FRANCISCO,)

On this 27th day of March 1978, before me personally appeared R. W. STUMBO, JR., to me personally known, who, being by me duly sworn, says that he is a Vice President of THE WESTERN PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Miane Lorette Lafontis
Notary Public